
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)
August 3, 2015

Inogen, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36309
(Commission
File Number)

33-0989359
(IRS Employer
Identification No.)

326 Bollay Drive
Goleta, California 93117
(Address of principal executive offices, including zip code)

(805) 562-0500
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Resignation of Director

On August 3, 2015, Timothy Petersen notified Inogen, Inc. (the “Company”) that he has resigned as a member of the Board of Directors (the “Board”) of the Company, the Compensation, Nominating, and Governance Committee of the Board (the “Compensation, Nominating, and Governance Committee”), and the Audit Committee of the Board (the “Audit Committee”), effective immediately. Mr. Petersen’s resignation is not the result of any disagreement with the Company relating to the Company’s operations, policies or practices. The Board has reduced the size of the Compensation, Nominating, and Governance Committee by one member following the departure of Mr. Petersen.

(d) Election of Director

On August 3, 2015, the Board appointed R. Scott Greer to the Board, effective immediately. Mr. Greer will serve as a Class I director, with a term expiring at the annual meeting of stockholders to be held in 2015. In addition, on the same date, the Board appointed Mr. Greer as a member of the Audit Committee, replacing Timothy Petersen.

Since June 2003, Mr. Greer has served as Managing Director of Numeror Ventures, LLC, a venture capital firm. In 1996, Mr. Greer co-founded Abgenix, Inc., a company that specialized in the discovery, development and manufacture of human therapeutic antibodies, and from June 1996 through May 2002, he served as its Chief Executive Officer. He also served as a director of Abgenix from 1996 and chairman of the board of directors from 2000 until the acquisition of Abgenix by Amgen, Inc. in April 2006. Prior to Abgenix’s formation, Mr. Greer held senior management positions at Cell Genesys, Inc., a biotechnology company, initially as Chief Financial Officer and Vice President of Corporate Development and later as Senior Vice President of Corporate Development, and various positions at Genetics Institute, Inc., a biotechnology research and development company. Mr. Greer currently serves as a member of the boards of directors of StemCells, Inc., a publicly-traded biopharmaceutical company focused on stem cell therapeutics, Nektar Therapeutics, a publicly-traded biopharmaceutical company, Sientra, Inc., a publicly-traded commercial stage medical device company, and Versartis, Inc., a publicly-traded development stage biotechnology company. Mr. Greer was also a member of the board of directors of Auspex Pharmaceuticals, Inc., a biopharmaceutical company, from 2014 to 2015. Mr. Greer holds a B.A. in economics from Whitman College and an M.B.A. from Harvard University. He also was a certified public accountant.

In connection with his appointment to the Board on August 3, 2015, Mr. Greer will be entitled to compensation in accordance with the Company’s compensation program for non-employee directors. Under the Company’s compensation program for non-employee directors, each non-employee director receives a base annual retainer of \$35,000. In addition, the Chairperson of the Board receives an additional annual retainer of \$20,000, the Chairperson of the Audit Committee receives an additional \$20,000 annual retainer and the Chairperson of the Compensation, Nominating, and Governance Committee receives an additional \$15,000 annual retainer.

Each non-employee director is also entitled to receive an option to purchase 6,666 shares of common stock in connection with their appointment to the Board (the “Initial Award”). The Initial Award will vest in twenty-four monthly installments beginning with the first monthly anniversary after the date of appointment, in each case based continuing service as a director. Additionally, non-employee directors who have been non-employee directors for at least six (6) months on the date of the annual meeting are entitled to receive an option to purchase 6,666 shares of common stock on the date of each annual meeting of stockholders. Each annual grant is expected to vest in twelve monthly installments beginning with the first monthly anniversary after the grant date, but will vest fully on the date of the next annual meeting of the stockholders if not otherwise fully vested on such date, subject to such director’s continued service through such date. The Chairperson of the Board is also entitled to receive an additional option to purchase 1,666 shares of common stock on the date of each annual meeting of stockholders, the Chairperson of the Audit Committee is entitled to receive an additional option to purchase 1,666 shares of common stock on the date of each annual meeting of stockholders, and the Chairperson of the Compensation, Nominating, and Governance Committee is entitled to receive an additional option to purchase 1,166 shares of common stock on the date of each annual meeting of stockholders. Such chairperson awards vest in twelve monthly installments beginning with the first monthly anniversary after the grant date, but will vest fully on the date of the next annual meeting of the stockholders if not otherwise fully vested on such date, subject to such director’s continued service through such date.

The Company also reimburses non-employee directors for all reasonable expenses in connection with their services to the Company.

Mr. Greer also executed the Company's standard form of indemnification agreement, a copy of which has been filed as Exhibit 10.1 to the Company's Registration Statement on Form S-1 (File No. 333-192605) filed with the Securities and Exchange Commission on November 27, 2013 and is incorporated herein in its entirety by reference.

There is no arrangement or understanding between Mr. Greer and any other persons pursuant to which Mr. Greer was elected as a director. In addition, Mr. Greer is not a party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K.

On August 6, 2015, the Company issued a press release announcing Mr. Greer's appointment as a director. The press release is attached hereto as Exhibit 99.1 and incorporated herein in its entirety by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
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| 99.1 | Press release dated as of August 6, 2015. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INOGEN, INC.

By: /s/ Alison Bauerlein

Alison Bauerlein

Executive Vice President, Finance and CFO

Date: August 6, 2015

EXHIBIT INDEX

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|--------------------|---|
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NewsRelease



FOR IMMEDIATE RELEASE

R. Scott Greer Joins Inogen Board of Directors

Goleta, California, August 6, 2015 — Inogen, Inc. (NASDAQ: INGN), a medical technology company offering innovative respiratory products for use in the homecare setting, announced today that R. Scott Greer has been appointed as an independent director to its Board of Directors, effective August 3, 2015. In addition, Mr. Greer was appointed to the Board's Audit Committee. He will serve as a Class I director, with a term expiring at the annual meeting of stockholders to be held on October 14, 2015. Mr. Greer fills the vacancy created by the resignation of Timothy Petersen. Mr. Petersen had served as a member of Inogen's Board since 2010.

Mr. Greer brings extensive executive and board level expertise to Inogen, as well as a passion for the advancement of innovative healthcare technologies. He is currently a director of Sientra, Inc. (Nasdaq: SIEN), as well as numerous biopharmaceutical companies including: Nektar Therapeutics (Nasdaq: NKTR), StemCells, Inc. (Nasdaq: STEM), and Versartis, Inc. (Nasdaq: VSAR). Previously, he was a director of Auspex Pharmaceuticals, Inc. (Nasdaq: ASPX), Illumina, Inc. (Nasdaq: ILMN), CV Therapeutics, Inc. (Nasdaq: CVTX), Affymax, Inc. (Nasdaq: AFFY), BAROnova, Inc., Chimeros, Inc., and Anaptys BioScience, Inc.

"Scott's 30 years of broad experience across various medical industries will be a valuable perspective on our Board of Directors," said Raymond Huggenberger, Inogen CEO. "He brings strengths in corporate governance and executive leadership. We look forward to his guidance as a member of our Board."

In addition to serving as Inogen's Chairman of the Board from 2005 to 2007, most recently he was Chairman of the Board of Ablexis from 2010 to 2015, Sirna Therapeutics from 2007 to 2009, and Abgenix from 2000 to 2006. Mr. Greer was Abgenix's CEO from 1996 to 2002. He also served as CFO and Senior Vice President of Corporate Development at Cell Genesys.

Mr. Greer has an M.B.A. from Harvard University and a B.A. in economics from Whitman College. He is a certified public accountant and worked as an auditor with Coopers & Lybrand.

Added Huggenberger, "I would like to thank Tim for his contributions to Inogen over the past five years. He has been a valuable member of our team during a critical time in our history as we defined and solidified our strategy." Mr. Petersen is a managing director at Arboretum Ventures, a venture capital firm, where he has served since 2002.

Inogen has used, and intends to continue to use, its Investor Relations website, www.inogen.com/investor, as means of disclosing material non-public information and for complying with its disclosure obligations under Regulation FD. For more information, visit www.inogen.com/investor.

About Inogen

Inogen is innovation in oxygen therapy. We are a medical technology company that develops, manufactures and markets innovative oxygen concentrators used to deliver supplemental long-term oxygen therapy to patients suffering from chronic respiratory conditions.

For more information, please visit www.inogen.com.

Cautionary Note About Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, among others, statements concerning or implying the ability of management personnel and our board of directors to contribute to the growth of our business. Forward-looking statements are subject to numerous risks and uncertainties that could cause actual results to differ materially from currently anticipated results, including, but not limited to, risks arising from the possibility that Inogen will not realize anticipated revenue; the impact of reduced reimbursement rates in connection with the implementation of the competitive bidding process under Medicare; the possible loss of key employees, customers, or suppliers; and intellectual property risks if Inogen is unable to secure and maintain patent or other intellectual property protection for the intellectual property used in its products. Information on these and additional risks, uncertainties, and other information affecting Inogen's business and operating results are contained in Inogen's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 and Inogen's subsequent filings with the SEC. These forward-looking statements speak only as of the date hereof. Inogen disclaims any obligation to update these forward-looking statements except as may be required by law.

Investor Relations Contact:

ir@inogen.net

805-562-0500 ext 7

Media Contact:

Byron Myers

805-562-0503